



Notice of 2022 Annual General Meeting of Egis Technology Inc.

- A. The 2022 General Meeting of the Company is scheduled at 9:00 a.m. on June 22, 2022 (Thursday) (shareholder sign-in starts at 8:30 a.m.; sign in at the venue of the General Meeting) and is to be convened at 2F, Lily Conference, No. 327, Section 1, Tiding Boulevard, Neihu District, Taipei City. Main Content of Meeting :
- (I) Items to be Reported:
1. 2021 Annual Business Report.
 2. Review of the Company's 2021 Annual Financial Statements and Reports by the Audit Committee.
 3. 2021 Earnings Distribution Cash Dividend Report.
 4. 2021 Director's Remuneration Report.
- (II) Items to be Approved:
1. Ratify the 2021 Annual Financial Statements.
 2. Ratify the 2021 Earnings Distribution Plan.
- (III) Items to be Discussed:
1. The Company proposes to issue common shares by private placement for cash capital injection.
 2. Amendment of some clauses in the "Articles of Incorporation" of the Company.
 3. Amendment to some clauses in "Operating Procedures for Acquisition or Disposal of Assets" of the Company.
 4. Amendment to some clauses in "Rules of Procedures for Shareholders' Meeting" of the Company.
 5. The lifting of non-compete restrictions for the directors of the Company.
- (IV) Extempore Motion.
- B. Main Contents of Dividends Distribution: The cash dividend is NTD692,717,540 and NTD 10 is distributed per share.
- C. The Company proposes to issue common shares by private placement for cash capital injection. Please refer to Exhibit .
- D. In accordance with the provisions in Article 209 of the Company Act, make a proposal to the Shareholders' Meeting on removing the non-compete restrictions relating to Director LO, SEN CHOU 、 Director LIN, GONG-YI 、 Independent Director HUANG, TA-LUN 、 Independent Director CHEN, LAI-JUH . The details Please refer to Meeting Handbook.
- E. One attendance card and one power of attorney are enclosed. If you (the shareholder) decide to attend the General Meeting in person, please sign or seal on the "Check-in Card" and sign in at venue of the General Meeting on the day of the General Meeting. If a proxy is appointed to attend the General Meeting, please sign or seal the power of attorney and fill in the name and address of the proxy in person, and then send it to the stock affairs agent of the Company five days before the General Meeting: Stock affairs agency department of Yuanta Securities Co., Ltd. (B1F, No. 210, Section 3, Chengde Road, Datong District, Taipei 103432) so that the attendance card may be sent to the proxy.



- F. The organization responsible for the statistical verification of the Company's Letter of Proxy is Stock Service Department of Yuanta Securities Co., Ltd.
- G. If a shareholder requests a power of attorney, the Company will produce a summary list of applicants' request for information on May 20, 2022, which will be disclosed on the website of the Securities and Futures Institute. Investors can directly type in the website: <https://free.sfi.org.tw> to "Power of Attorney Free Inquiry System", enter the query criteria.
- H. For the main contents of this shareholders' meeting (the main contents of the items except that listed under the call notice under Section 172 of the Company Act), please visit the Market Observation Post System (website: <https://mops.twse.com.tw>), click "Basic information/E-book/Annual report and relevant information of the General Meeting (including depository receipt information) / Reference materials of various motions of the General Meeting (or rules of procedure and supplementary information of the meeting)" to query.
- I. The Shareholders shall exercise their voting rights by electronic means. The voting period is: From May 23, 2022 to June 19, 2022, please log in to the electronic voting platform of "shareholder e-vote" of Taiwan Depository and Clearing Corporation and follow the relevant instructions. (web address : <https://www.stockvote.com.tw>)
- J. If this Company is affected by the COVID-19 epidemic and must change the meeting venue of the General Meeting, a major announcement will be made on the "Market Observation Post System".

Board of Directors of Egis Technology Inc.

【Exhibits】

The Company proposes to issue common shares by private placement for cash capital injection.

Explanation:

- I. The Company seeks opportunities for industrial cooperation or strategic alliances to expand its market presence and create long-term value for shareholders. In accordance with Article 43-6 of the Securities and Exchange Act and relevant laws and regulations, it is proposed to issue common shares by a private placement for capital injection, with the total number of issued shares limited to no more than 10,000,000 shares, to be divided into two tranches within one year from the date of the resolution of the shareholders' meeting.
- II. In accordance with Article 43-6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities", the following shall be explained:
 - (1). **The basis and rationale of the private placement pricing:**



- A. For the basis of private placement price of common shares, it shall be the higher of the following two calculations, and the price should be set at no less than 80% of the reference price.
 - a. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - b. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- B. It is proposed that the actual price determination date and actual issuance price of privately placed common shares be submitted to the shareholders' meeting for approval, and the board of directors be authorized to fix it within the range of not less than the percentage approved by resolution at the shareholders' meeting and not less than NTD 10 per share, depending on future market conditions and the selection of strategic investors.
- C. The above-mentioned basis for private placement pricing is in line with the "Directions for Public Companies Conducting Private Placements of Securities", and considering the future outlook of the Company and the fact that there are strict restrictions on the timing, target and quantity of the transfer of the private placement of securities, and that the Company is not allowed to file to the competent authorities for supplemental public offering and listing within the three years after delivery, in addition to factors such as lower liquidity, the private placement pricing in this case should be reasonable and will not have a significant impact on shareholders' equity.

(2). The method for selecting the specific persons:

- A. The private placement of common shares are limited to specific persons who comply with Article 43-6 of the Securities and Exchange Act and the provisions of the Financial Supervisory Commission's letter No. 0910003455 of June 13, 2002.



B. At present, the Company has not determined a placee, but the selection method of the placee, as well as the purpose, necessity and expected benefits are described as follows:

a. Selection method and purpose:

If the placee of this private placement is a strategic investor, the primary consideration of selection would be based on the direct or indirect benefits they can bring to the Company. Those who are able to help the Company in market development, product sales and technical cooperation, and contribute positively to the Company's profitability and shareholders equity, will be selected.

b. Necessity:

The introduction of private placement funds can enhance the company's competitive advantage, strengthen the capital structure and improve operational efficiency. The Company intends to bring in strategic investors who can contribute to the Company's technology, product or market development.

c. Expected benefits:

The introduction of strategic investors or specific persons who meet the requirements of the competent authorities can help the Company to expand its operation scale, accelerate the Company's product and market development opportunities, and also effectively enhance shareholders' equity and contribute to the Company's stable growth.

(3). Necessity for conducting private placement:

A. Reasons for not using a public offering: Since private placement is a quick and easy way to raise capital in a timely manner and has restrictions on transfer, it is more likely to ensure long-term business development. Therefore, the Company will not adopt public offering and proposes to conduct private placement for capital injection.

B. Private placement quota: Limited to a maximum of 10,000,000 shares, to be divided into two tranches within one year from the date of the resolution of the shareholders' meeting.



C. Estimated number of private placements, funds utilization and expected benefits:

Estimated No. of Times	Estimated No. of Private Placement Shares	Funds Utilization	Projected Benefits
First Time	5,000,000 shares	For purposes such as strategic alliance development or replenishment of working capital.	It is expected to meet the Company's operational needs and enhance the potential for future business growth, strengthen the Company's competitiveness, improve operational efficiency and increase shareholders' equity.
Second Time	5,000,000 shares		
For the first and second estimated number of private placement shares mentioned above, all or part of the previously unissued shares and/or the estimated number of shares to be issued may be issued at each time, provided that the total number of shares to be issued does not exceed 10,000,000 shares.			

- (4). Whether a significant change in managerial control within one year prior to the board of directors' resolution to enter into a private placement or the introduction of a strategic investor in a private placement will result in a significant change in managerial control: The Company will evaluate the selection of the placee based on the principle that there will be no significant change in managerial control.
- III. The rights and obligations of this private placement of common shares are the same as those of the Company's issued common shares, except that, pursuant to Article 43-8 of the Securities and Exchange Act, the securities issued in this private placement shall not be freely transferable within three years after delivery, except under certain circumstances as provided by law. The Company intends to make a supplemental public offering and apply for the listing (OTC) trading of the private placement of securities to the competent authorities in accordance with the relevant laws and regulations three years after the delivery of the private placement of negotiable securities.
- IV. The main contents of the private placement plan, in addition to the private placement pricing, include but are not limited to the actual number of shares to be issued, the issuance price, the conditions for issuance, the amount raised, the project(s) under the plan, the projected progress of funds utilization, the expected benefits to be generated, and other



related matters that are not yet completed. If changes or amendments are required due to alterations in laws, or due to the regulations of competent authorities or the impact of operational assessments or objective circumstances, it is proposed that the Board of Directors be authorized to exercise its full discretion in accordance with the prevailing market conditions.

- V. In connection with the private placement of common shares, it is proposed at the Shareholders' Meeting that authorization be granted to the board chairman or his/her designee to sign, negotiate and amend all deeds and documents relating to the private placement of common shares on behalf of the Company, and to handle all necessary matters in connection with the private placement issuance of common shares for the Company.
- VI. In accordance with Article 43-6 of the Securities and Exchange Act, please refer to the Market Observation Post System website (URL: <http://mops.twse.com.tw/>) and the Company's website (URL: <http://www.egistec.com.>) for details of the matters to be specified in the Company's private placement of securities.